

990

Form

Department of the Treasury  
Internal Revenue Service

## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2008

Open to Public  
Inspection

## A For the 2008 calendar year, or tax year beginning

and ending

<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization  <b>CHARLES GOODNIGHT SCHOLARSHIP FUND</b>		<b>D</b> Employer identification number  <b>75-2400680</b>	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address) <b>4218 GATEWAY DRIVE, SUITE 140</b>		Room/suite	
	City or town, state or country, and ZIP + 4 <b>COLLEYVILLE, TX 76034</b>			
	<b>F</b> Name and address of principal officer: <b>JERRY THOMPSON</b> <b>SAME AS C ABOVE</b>			<b>E</b> Telephone number  <b>817-557-1009</b>
	<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ► <b>WWW.CHARLESGOODNIGHTGALA.COM</b>			<b>G</b> Gross receipts \$  <b>576,647.</b>	
<b>K</b> Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
			<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
			If "No," attach a list (see instructions)	
			<b>H(c)</b> Group exemption number ►	

## Part I Summary

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities <b>PROVIDE SUPPORT FOR ORGANIZATIONS THAT PRESERVE WESTERN HERITAGE.</b>		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	4
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	4
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	30
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	<b>556,512.</b>	<b>530,479.</b>
9 Program service revenue (Part VIII, line 2g)			
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)			
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>-435,198.</b>	<b>-326,542.</b>	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>121,314.</b>	<b>203,937.</b>	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)			
14 Benefits paid to officers/members (Part IX, column (A), line 4)			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		<b>91,954.</b>	
16a Professional fundraising fees (Part IX, column (A), line 11e)			
b Total fundraising expenses (Part IX, column (A), line 25) ►			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		<b>112,290.</b>	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		<b>424,244.</b>	
19 Revenue less expenses Subtract line 18 from line 12 ..	<b>121,314.</b>	<b>-220,307.</b>	
	Beginning of Year	End of Year	
20 Total assets (Part X, line 16)	<b>546,873.</b>	<b>205,515.</b>	
21 Total liabilities (Part X, line 26)	<b>167,109.</b>		
22 Net assets or fund balances Subtract line 21 from line 20	<b>379,764.</b>	<b>205,515.</b>	

## Part II Signature Block

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	Signature of officer	Date <b>5-26-10</b>	
	<b>JERRY THOMPSON, EXECUTIVE DIRECTOR</b>	Type or print name and title	

<b>Paid Preparer's Use Only</b>	Preparer's signature ► 	Date <b>5/21/10</b>	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 <b>WEAVER AND TIDWELL, L.L.P.</b> <b>2821 W. 7TH STREET, SUITE 700</b> <b>FORT WORTH, TX 76107</b>	EIN ►	Phone no. ► <b>(817) 332-7905</b>	

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes  No

**Part III Statement of Program Service Accomplishments** (see instructions)

**1 Briefly describe the organization's mission:**

TO PROVIDE AWARDS AND GRANTS TO TCU RANCH MANAGEMENT, THE NATIONAL COWGIRL MUSEUM AND HALL OF FAME, AND THE CATTLE RAISERS MUSEUM FOR THEIR SUPPORT AND PRESERVATION OF THE WESTERN HERITAGE OF FORT WORTH AND TEXAS.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes", describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes", describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a (Code: ) (Expenses \$ 220,000. including grants of \$ 220,000. ) (Revenue \$ 530,479. )**  
**PROVIDE SUPPORT FOR THE FOLLOWING CAUSES: CHARLES GOODNIGHT AWARD, TCU  
RANCH MANAGEMENT SCHOLARSHIP FUND, CATTLE RAISERS MUSEUM, NATIONAL  
COWGIRL MUSEUM & HALL OF FAME**

**4b** (Code: \_\_\_\_\_) (Expenses \$ \_\_\_\_\_) including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_)

**4c** (Code: ) (Expenses \$ ) including grants of \$ ) (Revenue \$ )

**4d Other program services. (Describe in Schedule O.)**

(Expenses \$ **including grants of \$**) (Revenue \$ )

**4e Total program service expenses ► \$ 220,000.** (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?  
*If "Yes," complete Schedule A*
- 2 Is the organization required to complete Schedule B, Schedule of Contributors?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*
- 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*
- 5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*
- 6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*
- 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*
- 10 Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*
- 11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25?  
*If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*
- 12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*
- 13 Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*
- 14a Did the organization maintain an office, employees, or agents outside of the U.S?
  - b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? *If "Yes," complete Schedule F, Part I*
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*
- 17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*
- 18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*
- 19 Did the organization report more than \$15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*
- 20 Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*
- 21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*
- 22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*
- 23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*
- 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b-24d and complete Schedule K.*  
*If "No", go to question 25*
  - b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?
  - c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?
  - d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?
- 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*
- b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part II*
- 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part III*
- 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part IV*

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	Yes	No
1	X	
2	X	
3		X
4	X	
5		
6	X	
7	X	
8	X	
9	X	
10	X	
11	X	
12	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20	X	
21	X	
22	X	
23	X	
24a	X	
24b		
24c		
24d		
25a	X	
25b	X	
26	X	
27	X	

**Part IV Checklist of Required Schedules (continued)**

**28** During the tax year, did any person who is a current or former officer, director, trustee, or key employee:

- Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV
- Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV
- Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV

**29** Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

**30** Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

**31** Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

**32** Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

**33** Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I

**34** Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1

**35** Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

**36** **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

**37** Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

	Yes	No
28a		X
28b	X	
28c	X	
29	X	
30	X	
31	X	
32	X	
33	X	
34	X	
35	X	
36	X	
37	X	

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**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	0
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	<input checked="" type="checkbox"/>
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	<input checked="" type="checkbox"/>
<b>b</b>	If "Yes," enter the name of the foreign country. ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	<input checked="" type="checkbox"/>
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	<input checked="" type="checkbox"/>
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?	6a	
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	<input checked="" type="checkbox"/>
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7b	<input checked="" type="checkbox"/>
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	<input checked="" type="checkbox"/>
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	<input checked="" type="checkbox"/>
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	<input checked="" type="checkbox"/>
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	<input checked="" type="checkbox"/>
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	<input checked="" type="checkbox"/>
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>	9a	
<b>a</b>	Did the organization make any taxable distributions under section 4966?	9b	
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>	10a	
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	10b	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter <b>N/A</b>	11a	
<b>a</b>	Gross income from members or shareholders	11b	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	12b

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**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

### Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a	4	
1b	4	
2		X
3		X
4		X
5	X	
6	X	
7a		X
7b		X
8a	X	
8b	X	
9a		X
9b		
10	X	
11		X

- 1a Enter the number of voting members of the governing body
- 1b Enter the number of voting members that are independent
- 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
- 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?
- 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?
- 5 Did the organization become aware during the year of a material diversion of the organization's assets?
- 6 Does the organization have members or stockholders?
- 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?
  - b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
  - a The governing body?
  - b Each committee with authority to act on behalf of the governing body?
- 9a Does the organization have local chapters, branches, or affiliates?
  - b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?
- 10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990
- 11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

### Section B. Policies

	Yes	No
12a	X	
12b		X
12c		X
13		X
14		X
15a		X
15b		X
16a		X
16b		

- 12a Does the organization have a written conflict of interest policy? If "No," go to line 13
  - b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
  - c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done
- 13 Does the organization have a written whistleblower policy?
- 14 Does the organization have a written document retention and destruction policy?
- 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:
  - a The organization's CEO, Executive Director, or top management official?
  - b Other officers or key employees of the organization?  
Describe the process in Schedule O. (see instructions)
- 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
  - b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

### Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **NONE**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 

Own website     Another's website     Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
 

**JERRY THOMPSON - 817-557-1009**  
**4218 GATEWAY DRIVE, SUITE 140, COLLEYVILLE, TX 76034**

**Part VII | Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees; officers; key employees, highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

**1b Total**

0

0.

0.

**2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization**

Yes  No

**3** Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered by the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
PROMOTER LINE INC. 6510 PARKSIDE DR., ARLINGTON, TX 76001	ORCHESTRATE EVENTS FOR THE ANNUAL CHARL	203,472.
<b>2</b> Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ►	1	

## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns .....	1a			
	b Membership dues .....	1b			
	c Fundraising events .....	1c	530,479.		
	d Related organizations .....	1d			
	e Government grants (contributions) .....	1e			
	f All other contributions, gifts, grants, and similar amounts not included above .....	1f			
	g Noncash contributions included in lines 1a-1f \$ .....				
	h Total. Add lines 1a-1f ►		530,479.		
Program Service Revenue	2 a .....	Business Code			
	b .....				
	c .....				
	d .....				
	e .....				
	f All other program service revenue .....				
	g Total. Add lines 2a-2f ►				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) .....	►			
	4 Income from investment of tax-exempt bond proceeds .....	►			
	5 Royalties .....	►			
	6 a Gross Rents .....	(i) Real	(ii) Personal		
	b Less: rental expenses .....				
	c Rental income or (loss) .....				
	d Net rental income or (loss) .....	►			
	7 a Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other		
	b Less: cost or other basis and sales expenses .....				
	c Gain or (loss) .....				
	d Net gain or (loss) .....	►			
	8 a Gross income from fundraising events (not including \$ 530,479. of contributions reported on line 1c). See Part IV, line 18 .....	a 46,168.			
	b Less: direct expenses .....	b 372,710.			
	c Net income or (loss) from fundraising events .....	►	-326,542.	-326,542.	
	9 a Gross income from gaming activities. See Part IV, line 19 .....	a			
	b Less: direct expenses .....	b			
	c Net income or (loss) from gaming activities .....	►			
	10 a Gross sales of inventory, less returns and allowances .....	a			
	b Less: cost of goods sold .....	b			
	c Net income or (loss) from sales of inventory .....	►			
	Miscellaneous Revenue	Business Code			
	11 a .....				
	b .....				
	c .....				
	d All other revenue .....				
	e Total. Add lines 11a-11d ►				
	12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ►		203,937.	-326,542.	0.
					0.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	220,000.	220,000.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	88,150.	88,150.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	3,804.	3,804.		
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	7,650.	7,650.		
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	882.	882.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <b>481(A) ADJUSTMENT</b>	103,725.	103,725.		
b <b>BANK CHARGES</b>	33.	33.		
c _____				
d _____				
e _____				
f All other expenses				
<b>25 Total functional expenses.</b> Add lines 1 through 24f	<b>424,244.</b>	<b>220,000.</b>	<b>204,244.</b>	<b>0.</b>
<b>26 Joint Costs.</b> Check here ► <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	276,039.	1	205,515.
	2 Savings and temporary cash investments	2		
	3 Pledges and grants receivable, net	70,066.	3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L			
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			
	7 Notes and loans receivable, net		6	
	8 Inventories for sale or use		7	
	9 Prepaid expenses and deferred charges		8	
	10a Land, buildings, and equipment cost basis	10a		
	b Less. accumulated depreciation. Complete Part VI of Schedule D	10b		10c
	11 Investments - publicly traded securities			11
	12 Investments - other securities. See Part IV, line 11			12
	13 Investments - program-related See Part IV, line 11			13
	14 Intangible assets			14
	15 Other assets. See Part IV, line 11	200,768.	15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	546,873.	16	205,515.
Liabilities	17 Accounts payable and accrued expenses	167,109.	17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability Complete Part IV of Schedule D			21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22
	23 Secured mortgages and notes payable to unrelated third parties			23
	24 Unsecured notes and loans payable			24
	25 Other liabilities. Complete Part X of Schedule D			25
	26 Total liabilities. Add lines 17 through 25	167,109.	26	0.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets			27
	28 Temporarily restricted net assets			28
	29 Permanently restricted net assets			29
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0.	30	0.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.
	32 Retained earnings, endowment, accumulated income, or other funds	379,764.	32	205,515.
	33 Total net assets or fund balances	379,764.	33	205,515.
	34 Total liabilities and net assets/fund balances	546,873.	34	205,515.

**Part XI Financial Statements and Reporting**

1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits?

	Yes	No
2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2c	<input type="checkbox"/>	<input type="checkbox"/>
3a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

# **Public Charity Status and Public Support**

OMB No 1545-0047

2008

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

**To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

---

**Name of the organization**

**Employer identification number**

## CHARLES GOODNIGHT SCHOLARSHIP FUND

75-2400680

**Part I Reason for Public Charity Status** (All organizations must complete this part) (see instructions)

The organization is not a private foundation because it is: (Please check only one organization.)

1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)

3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H.)

4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: \_\_\_\_\_

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)

6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)

8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)

9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete the Part III.)

10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4). (see instructions)

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Other

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports

Yes	No
11g(i)	
11g(ii)	
11g(iii)	

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

**Total**

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

**Schedule A (Form 990 or 990-EZ) 2008**

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	389,613.	428,917.	556,512.	556,512.	530,479.	2462033.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	389,613.	428,917.	556,512.	556,512.	530,479.	2462033.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						627,368.
<b>6 Public Support.</b> Subtract line 5 from line 4						1834665.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	389,613.	428,917.	556,512.	556,512.	530,479.	2462033.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11 Total support.</b> Add lines 7 through 10						2462033.
12 Gross receipts from related activities, etc (see instructions)					12	611,768.

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► **Section C. Computation of Public Support Percentage**

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	74.52	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	58.05	%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			► <input checked="" type="checkbox"/>
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			► <input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			► <input type="checkbox"/>
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			► <input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			► <input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total. Add lines 1 - 5</b>						
<b>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</b>						
<b>b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000</b>						
<b>c Add lines 7a and 7b</b>						
<b>8 Public support (Subtract line 7c from line 6)</b>						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9 Amounts from line 6</b>						
<b>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</b>						
<b>b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</b>						
<b>c Add lines 10a and 10b</b>						
<b>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</b>						
<b>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)</b>						
<b>13 Total support (Add lines 9, 10c, 11, and 12)</b>						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

**Section C. Computation of Public Support Percentage**

<b>15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))</b>	<b>15</b>	%
<b>16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g</b>	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))</b>	<b>17</b>	%
<b>18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h</b>	<b>18</b>	%

**19a 33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

**b 33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

## **Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No 1545-0047

2008

**Open To Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

► Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

Name of the organization

**Employer identification number**

## **CHARLES GOODNIGHT SCHOLARSHIP FUND**

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

**2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

**Total**

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

**LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**

**Schedule G (Form 990 or 990-EZ) 2008**

**Part II**

**Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events NONE	(d) Total Events (Add col. (a) through col. (c))
		GALA (event type)	(event type)	(total number)	
Revenue	1 Gross receipts	576,647.			576,647.
	2 Less Charitable contributions	530,479.			530,479.
	3 Gross revenue (line 1 minus line 2)	46,168.			46,168.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	372,710.			372,710.
	8 Direct expense summary. Add lines 4 through 7 in column (d)				► ( 372,710.)
	9 Net income summary. Combine lines 3 and 8 in column (d)				► -326,542.

**Part III**

**Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				► ( )
	8 Net gaming income summary. Combine lines 1 and 7 in column (d)				► ( )

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," Explain:

\_\_\_\_\_

	Yes	No
9a		
10a		
11		
12		

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," Explain:

\_\_\_\_\_

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

13 Indicate the percentage of gaming activity operated in:

a The organization's facility  
 b An outside facility

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_

c If "Yes," enter name and address:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_  
\_\_\_\_\_

Director/officer       Employee       Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  
 b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

Yes No

15a

17a



(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation	(f) Description of non-cash assistance
---------------------------------	--------------------------	--------------------------	-----------------------------------	-------------------------	--

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I line 2 and any other additional information



**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

**CHARLES GOODNIGHT SCHOLARSHIP FUND**

Employer identification number  
**75-2400680**

**FORM 990, PART VI, SECTION A, LINE 5: UPON HER DEATH THE ORGANIZATION  
BECAME AWARE THEIR BOOKKEEPER WAS EMBEZZLING FUNDS.**

**FORM 990, PART VI, SECTION A, LINE 10: FORM 990 IS REVIEWED BY THE  
EXECUTIVE DIRECTOR AND GOVERNING BODY BEFORE IT IS SIGNED AND FILED.**

**FORM 990, PART VI, SECTION C, LINE 19: FORM 990 IS AVAILABLE UPON REQUEST.**

**FORM 990, PART XI, LINE 1:**

**ORGANIZATION HAS CHANGED THEIR METHOD OF ACCOUNTING FROM THE ACCRUAL  
BASIS TO THE CASH BASIS.**

**Part IV Balance Sheets (See the instructions.)**

		(A) Beginning of year	(B) End of year
	<b>Note:</b> Where required, attach schedules and amounts within the description column should be for end-of-year amounts only.		
	<b>45 Cash—non-interest-bearing . . . . .</b>	<b>177,068</b>	<b>45</b>
	<b>46 Savings and temporary cash investments . . . . .</b>	<b>46</b>	<b>276,039</b>
	<b>47a Accounts receivable . . . . .</b>	<b>47a</b>	
	<b>b Less: allowance for doubtful accounts . . . . .</b>	<b>47b</b>	<b>47c</b>
	<b>48a Pledges receivable . . . . .</b>	<b>48a</b>	<b>70,066</b>
	<b>b Less: allowance for doubtful accounts . . . . .</b>	<b>48b</b>	<b>18,539</b>
			<b>48c</b>
			<b>70,066</b>
	<b>49 Grants receivable . . . . .</b>		<b>49</b>
	<b>50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule) . . . . .</b>		<b>50a</b>
	<b>b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule) . . . . .</b>		<b>50b</b>
	<b>51a Other notes and loans receivable (attach schedule) . . . . .</b>	<b>51a</b>	
	<b>b Less: allowance for doubtful accounts . . . . .</b>	<b>51b</b>	<b>51c</b>
	<b>52 Inventories for sale or use . . . . .</b>		<b>52</b>
	<b>53 Prepaid expenses and deferred charges . . . . .</b>		<b>53</b>
	<b>54a Investments—publicly-traded securities . . . . .</b>	► <input type="checkbox"/> Cost <input type="checkbox"/> FMV	<b>54a</b>
	<b>b Investments—other securities (attach schedule) . . . . .</b>	► <input type="checkbox"/> Cost <input type="checkbox"/> FMV	<b>54b</b>
	<b>55a Investments—land, buildings, and equipment: basis . . . . .</b>	<b>55a</b>	
	<b>b Less: accumulated depreciation (attach schedule) . . . . .</b>	<b>55b</b>	<b>55c</b>
	<b>56 Investments—other (attach schedule) . . . . .</b>		<b>56</b>
	<b>57a Land, buildings, and equipment: basis . . . . .</b>	<b>57a</b>	
	<b>b Less: accumulated depreciation (attach schedule) . . . . .</b>	<b>57b</b>	<b>57c</b>
	<b>58 Other assets, including program-related investments (describe ► <b>STMT 6</b>) . . . . .</b>		<b>200,768</b>
	<b>59 Total assets (must equal line 74). Add lines 45 through 58 . . . . .</b>		<b>58</b>
			<b>200,768</b>
			<b>396,375</b>
			<b>546,105</b>
	<b>60 Accounts payable and accrued expenses . . . . .</b>	<b>195,614</b>	<b>60</b>
	<b>61 Grants payable . . . . .</b>		<b>61</b>
	<b>62 Deferred revenue . . . . .</b>		<b>62</b>
	<b>63 Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .</b>		<b>63</b>
	<b>64a Tax-exempt bond liabilities (attach schedule) . . . . .</b>		<b>64a</b>
	<b>b Mortgages and other notes payable (attach schedule) . . . . .</b>		<b>64b</b>
	<b>65 Other liabilities (describe ► . . . . .)</b>		<b>65</b>
	<b>66 Total liabilities. Add lines 60 through 65 . . . . .</b>	<b>195,614</b>	<b>66</b>
			<b>378,996</b>
	<b>Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.</b>		
	<b>67 Unrestricted . . . . .</b>		<b>67</b>
	<b>68 Temporarily restricted . . . . .</b>		<b>68</b>
	<b>69 Permanently restricted . . . . .</b>		<b>69</b>
	<b>Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74.</b>		
	<b>70 Capital stock, trust principal, or current funds . . . . .</b>		<b>70</b>
	<b>71 Paid-in or capital surplus, or land, building, and equipment fund . . . . .</b>		<b>71</b>
	<b>72 Retained earnings, endowment, accumulated income, or other funds . . . . .</b>	<b>200,761</b>	<b>72</b>
	<b>73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21) . . . . .</b>	<b>225,039</b>	
	<b>74 Total liabilities and net assets/fund balances. Add lines 66 and 73 . . . . .</b>	<b>200,761</b>	<b>73</b>
			<b>225,039</b>
			<b>396,375</b>
			<b>604,035</b>

**3115**

Form (Rev. December 2003)  
 Department of the Treasury  
 Internal Revenue Service

# Application for Change in Accounting Method

OMB No 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions)		Identification number (see Instructions) <b>75-2400680</b>
<b>CHARLES GOODNIGHT SCHOLARSHIP FUND</b>		Principal business activity code number (see instructions)
Number, street, and room or suite no. If a P O box, see the instructions <b>4218 GATEWAY DR., SUITE 140</b>		Tax year of change begins (MM/DD/YYYY) <b>01/01/08</b> Tax year of change ends (MM/DD/YYYY) <b>12/31/08</b>
City or town, state, and ZIP code <b>COLLEYVILLE, TX. 76034</b>		Name of contact person (see instructions) <b>JERRY THOMPSON</b>
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)		Contact person's telephone number <b>( 817 ) 465-2089</b>
If the applicant is a member of a consolidated group, check this box . . . . . ► <input type="checkbox"/>		
If Form 2848, Power of Attorney and Declaration of Representative, is attached, check this box . . . . . ► <input checked="" type="checkbox"/>		
<b>Check the box to indicate the applicant.</b> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;"> <input type="checkbox"/> Individual  <input type="checkbox"/> Corporation  <input type="checkbox"/> Controlled foreign corporation (Sec. 957)  <input type="checkbox"/> 10/50 corporation (Sec. 904(d)(2)(E))  <input type="checkbox"/> Qualified personal service corporation (Sec. 448(d)(2))  <input checked="" type="checkbox"/> Exempt organization. Enter Code section ► <b>501(c)(3)</b> </div> <div style="flex: 1;"> <input type="checkbox"/> Cooperative (Sec. 1381)  <input type="checkbox"/> Partnership  <input type="checkbox"/> S corporation  <input type="checkbox"/> Insurance co. (Sec. 816(a))  <input type="checkbox"/> Insurance co. (Sec. 831)  <input type="checkbox"/> Other (specify) ► .....  </div> </div>		<b>Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)</b> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;"> <input type="checkbox"/> Depreciation or Amortization  <input type="checkbox"/> Financial Products and/or Financial Activities of Financial Institutions  <input checked="" type="checkbox"/> Other (specify) ► <b>ACCRUAL TO CASH METHOD OF REPORTING</b> </div> </div>

**Caution:** The applicant must provide the requested information to be eligible for approval of the requested accounting method change. The applicant may be required to provide information specific to the accounting method change such as an attached statement. The applicant must provide all information relevant to the requested accounting method change, even if not specifically requested by the Form 3115.

Part I Information For Automatic Change Request	Yes	No
1 Enter the requested designated accounting method change number from the <b>List of Automatic Accounting Method Changes</b> (see instructions). Enter only one method change number, except as provided for in the instructions. If the requested change is not included in that list, check "Other," and provide a description.	✓	✓
► (a) Change No. <b>32</b> (b) Other <input type="checkbox"/> Description ► .....	✓	✓
2 Is the accounting method change being requested one for which the scope limitations of section 4.02 of Rev. Proc. 2002-9 (or its successor) do not apply? . . . . .	✓	✓
If "Yes," go to Part II.	✓	✓
3 Is the tax year of change the final tax year of a trade or business for which the taxpayer would be required to take the entire amount of the section 481(a) adjustment into account in computing taxable income? . . . . .	✓	✓
If "Yes," the applicant is not eligible to make the change under automatic change request procedures.	✓	✓
<b>Note:</b> Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).		
Part II Information For All Requests	Yes	No
4a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? . . . . .	✓	✓
If you answered "No," go to line 5.	✓	✓
b Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)? . . . . .	✓	✓

### Signature (see instructions)

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, the application contains all the relevant facts relating to the application, and it is true, correct, and complete. Declaration of preparer (other than applicant) is based on all information of which preparer has any knowledge.

Filer

Signature and date

**JERRY THOMPSON, EXECUTIVE DIRECTOR**

Name and title (print or type)

### Preparer (other than filer/applicant)

Signature of individual preparing the application and date

Name of individual preparing the application (print or type)

**Weaver and Tidwell LLP**

Name of firm preparing the application

**Part II Information For All Requests (continued)**

	Yes	No
4c Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? If "Yes," attach the consent statement from the director.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Is the request to change the method of accounting being filed under the 90-day or 120-day window period? If "Yes," check the box for the applicable window period and attach the required statement (see instructions). <input type="checkbox"/> 90 day <input checked="" type="checkbox"/> 120 day	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination. Name ► _____ Telephone number ► _____ Tax year(s) ► _____	<input type="checkbox"/>	<input type="checkbox"/>
g Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? If "Yes," enter the name of the (check the box) <input type="checkbox"/> Appeals officer and/or <input type="checkbox"/> counsel for the government, and the tax year(s) before Appeals and/or a Federal court. Name ► _____ Telephone number ► _____ Tax year(s) ► _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member)? If "Yes," attach an explanation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, provide each parent corporation's (a) name, (b) identification number, (c) address, and (d) tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court.	<input type="checkbox"/>	<input type="checkbox"/>
7 If the applicant is an entity (including a limited liability company) treated as a partnership or S corporation for Federal income tax purposes, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? If "Yes," the applicant is <b>not</b> eligible to make the change.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Is the applicant making a change to which audit protection does not apply (see instructions)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9a Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in accounting method within the past 5 years (including the year of the requested change)? b If "Yes," attach a description of each change and the year of change for each separate trade or business and whether consent was obtained. c If any application was withdrawn, not perfected, or denied, or if a Consent Agreement was sent to the taxpayer but was not signed and returned to the IRS, or if the change was not made or not made in the requested year of change, include an explanation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10a Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in accounting method, or technical advice? b If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in accounting method, or technical advice), and the specific issue(s) in the request(s).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11 Is the applicant requesting to change its <b>overall</b> method of accounting? If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of the form. Present method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Hybrid (attach description) Proposed method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Hybrid (attach description)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12 If the applicant is <b>not</b> changing its overall method of accounting, attach a detailed and complete description for each of the following: a The item(s) being changed. b The applicant's present method for the item(s) being changed. c The applicant's proposed method for the item(s) being changed. d The applicant's present overall method of accounting (cash, accrual, or hybrid).	<input type="checkbox"/>	<input type="checkbox"/>

<b>Part II Information For All Requests (continued)</b>										<b>Yes</b>	<b>No</b>	
13	Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application.											
14	Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions . . . . . If "No," attach an explanation.										✓	
15a	Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)? . . . . .											✓
b	If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.											
16	Does the applicant request a conference of right with the IRS National Office if the IRS proposes an adverse response?. . . . .											✓
17	If the applicant is changing to or from the cash method or changing its method of accounting under sections 263A, 448, 460, or 471, enter the gross receipts of the 3 tax years preceding the year of change.											
	1st preceding year ended mo.	12	yr.	2005	2nd preceding year ended mo.	12	yr.	2006	3rd preceding year ended mo.	12	yr.	2007
	\$			428,917	\$			556,512	\$			556,512
<b>Part III Information For Advance Consent Request</b>												
18	Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? . . . . . If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.											
19	Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. The applicant should include a discussion of any authorities that may be contrary to its use of the proposed method.											
20	Attach a copy of all documents related to the proposed change (see instructions).											
21	Attach a statement of the applicant's reasons for the proposed change.											
22	If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? . . . . . If "No," attach an explanation.											
23a	Enter the amount of user fee attached to this application (see instructions). ► \$ _____ b If the applicant qualifies for a reduced user fee, attach the necessary information or certification required by Rev. Proc. 2003-1 (or its successor) (see instructions).											
<b>Part IV Section 481(a) Adjustment</b>												
24	Do the procedures for the accounting method change being requested require the use of the cut-off method? If "Yes," do not complete lines 25, 26, and 27 below.											
25	Enter the section 481(a) adjustment. Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ► \$ _____ -103,725 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment. If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.											
26	If the section 481(a) adjustment is an increase to income of less than \$25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change? . . . . .											
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? . . . . . If "Yes," attach an explanation.											✓

**Schedule A—Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)****Part I Change in Overall Method (see instructions)**

1 Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.

	Amount
a Income accrued but not received . . . . .	\$ 70,066
b Income received or reported before it was earned. Attach a description of the income and the legal basis for the proposed method . . . . .	167,109
c Expenses accrued but not paid . . . . .	. . . . .
d Prepaid expenses previously deducted . . . . .	. . . . .
e Supplies on hand previously deducted and/or not previously reported . . . . .	. . . . .
f Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II . . . . .	. . . . .
g Other amounts (specify) ► . . . . .	200,768
h Net section 481(a) adjustment (Combine lines 1a-1g) . . . . .	\$ -103,725

2 Is the applicant also requesting the recurring item exception under section 461(h)(3)?  Yes  No

3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. On a separate sheet, state the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, explain the differences on a separate sheet.

**Part II Change to the Cash Method For Advance Consent Request (see instructions)**

Applicants requesting a change to the cash method must attach the following information:

1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.

2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

**Schedule B—Change in Reporting Advance Payments (see instructions)**

1 If the applicant is requesting to defer advance payment for services under Rev. Proc. 71-21, 1971-2 C.B. 549, attach the following information:

- a Sample copies of all service agreements used by the applicant that are subject to the requested change in accounting method. Indicate the particular parts of the service agreement that require the taxpayer to perform services.
- b If any parts or materials are provided, explain whether the obligation to provide parts or materials is incidental (of minor or secondary importance) to an agreement providing for the performance of personal services.
- c If the change relates to contingent service contracts, explain how the contracts relate to merchandise that is sold, leased, installed, or constructed by the applicant and whether the applicant offers to sell, lease, install, or construct without the service agreement.
- d A description of the method the applicant will use to determine the amount of income earned each year on service contracts and why that method clearly reflects income earned and related expenses in each year.
- e An explanation of how the method the applicant will use to determine the amount of gross receipts each year will be no less than the amount included in gross receipts for purposes of its books and records. See section 3.11 of Rev. Proc. 71-21.

2 If the applicant is requesting a deferral of advance payments for goods under Regulations section 1.451-5, attach the following information:

- a Sample copies of all agreements for goods or items requiring advance payments used by the applicant that are subject to the requested change in accounting method. Indicate the particular parts of the agreement that require the applicant to provide goods or items.
- b A statement providing that the entire advance payment is for goods or items. If not entirely for goods or items, a statement that an amount equal to 95% of the total contract price is properly allocable to the obligation to provide activities described in Regulations section 1.451-5(a)(1)(i) or (ii) (including services as an integral part of those activities).
- c An explanation of how the method the applicant will use to determine the amount of gross receipts each year will be no less than the amount included in gross receipts for purposes of its books and records. See Regulations section 1.451-5(b)(1).

**Schedule C—Changes Within the LIFO Inventory Method (see instructions)****Part I General LIFO Information**

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all Forms 970, Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method.

- 1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:
  - a Valuing inventory (e.g., unit method or dollar-value method).
  - b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, etc.).
  - c Pricing dollar-value pools (e.g., double-extension, index, link-chain, link-chain index, IPIC method, etc.).
  - d Determining the current year cost of goods in the ending inventory (e.g., most recent purchases, earliest acquisitions during the year, average cost of purchases during the year, etc.).
- 2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.
- 3 If the proposed change is not requested for all the LIFO inventory, specify the inventory to which the change is and is not applicable.
- 4 If the proposed change is not requested for all of the LIFO pools, specify the LIFO pool(s) to which the change is applicable.
- 5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, the applicant should identify which inventory items are valued under each method.
- 6 If changing to the IPIC method, attach a completed Form 970 and a statement indicating the indexes, tables, and categories the applicant proposes to use.

**Part II Change in Pooling Inventories**

- 1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.
- 2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2):
  - a A description of the types of products produced by the applicant. If possible, attach a brochure.
  - b A description of the types of processes and raw materials used to produce the products in each proposed pool.
  - c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, the applicant should explain the reasons for the separate facilities, indicate the location of each facility, and provide a description of the products each facility produces.
  - d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared.
  - e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.
  - f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.
  - g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.
- 3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3).
- 4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c).

**Schedule D—Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)**

**Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)**

1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. If the applicant is a construction contractor, include a detailed description of its construction activities.

2a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? . . .  Yes  No

b If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)? . . .  Yes  No  
If line 2b is "No," attach an explanation.

c If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)? . . .  Yes  No

d If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1.460-4(c)(2)? . . .  Yes  No  
If line 2d is "Yes," explain what cost comparison the applicant will use to determine a contract's completion factor.  
If line 2d is "No," explain what method the applicant is using and the authority for its use.

3a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? . . .  Yes  No

b If "Yes," explain the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.

c Describe the applicant's manufacturing activities, including any required installation of manufactured goods.

4 To determine a contract's completion factor using the percentage-of-completion method:

a Will the applicant use the cost-to-cost method in Regulations section 1.460-4(b)? . . .  Yes  No

b If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1.460-5(c))? . . .  Yes  No

5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

**Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)**

**1** Attach a description of the inventory goods being changed.  
**2** Attach a description of the inventory goods (if any) NOT being changed.  
**3** If the applicant is subject to section 263A, is its present inventory valuation method in compliance with section 263A (see instructions)?  Yes  No

**4a** Check the appropriate boxes below.

#### **Identification methods:**

## Specific identification

FIFO

#### LIFO

Other (attach exp)

#### Evaluation methods:

**Cost**

#### **Cost or market value**

#### Retail cost

#### Retail, lower of cost or market

Other (attach explanation)

b Enter the value at the end of the tax year preceding the year of change

5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information (see instructions).

a Copies of Form(s) 970 filed to adopt or expand the use of the method.

**b** Only for applicants requesting advance consent. A statement describing whether the applicant is changing to the method required by Regulations section 1.472-6(a) or (b), or whether the applicant is proposing a different method.

**c** Only for applicants requesting an automatic change. Attach the statement required by section 10.01(4) of the Appendix of Rev. Proc. 2002-9 (or its successor).

**Part III Method of Cost Allocation** (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions).)

**Section A—Allocation and Capitalization Methods**

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following:

- 1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method).
- 2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method).
- 3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method).

**Section B—Direct and Indirect Costs Required To Be Allocated** (Check the appropriate boxes in Section B showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.)

	Present method	Proposed method
1 Direct material . . . . .		
2 Direct labor . . . . .		
3 Indirect labor . . . . .		
4 Officers' compensation (not including selling activities) . . . . .		
5 Pension and other related costs . . . . .		
6 Employee benefits . . . . .		
7 Indirect materials and supplies . . . . .		
8 Purchasing costs . . . . .		
9 Handling, processing, assembly, and repackaging costs . . . . .		
10 Offsite storage and warehousing costs . . . . .		
11 Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle . . . . .		
12 Depletion . . . . .		
13 Rent . . . . .		
14 Taxes other than state, local, and foreign income taxes . . . . .		
15 Insurance . . . . .		
16 Utilities . . . . .		
17 Maintenance and repairs that relate to a production, resale, or long-term contract activity . . . . .		
18 Engineering and design costs (not including section 174 research and experimental expenses) . . . . .		
19 Rework labor, scrap, and spoilage . . . . .		
20 Tools and equipment . . . . .		
21 Quality control and inspection . . . . .		
22 Bidding expenses incurred in the solicitation of contracts awarded to the applicant . . . . .		
23 Licensing and franchise costs . . . . .		
24 Capitalizable service costs (including mixed service costs) . . . . .		
25 Administrative costs (not including any costs of selling or any return on capital) . . . . .		
26 Research and experimental expenses attributable to long-term contracts . . . . .		
27 Interest . . . . .		
28 Other costs (Attach a list of these costs.) . . . . .		

**Part III Method of Cost Allocation (see instructions) (continued)**

**Section C—Other Costs Not Required To Be Allocated** (Complete Section C only if the applicant is requesting to change its method for these costs.)

	Present method	Proposed method
1 Marketing, selling, advertising, and distribution expenses . . . . .		
2 Research and experimental expenses not included on line 26 above . . . . .		
3 Bidding expenses not included on line 22 above . . . . .		
4 General and administrative costs not included in Section B above . . . . .		
5 Income taxes . . . . .		
6 Cost of strikes . . . . .		
7 Warranty and product liability costs . . . . .		
8 Section 179 costs . . . . .		
9 On-site storage . . . . .		
10 Depreciation, amortization, and cost recovery allowance not included on line 11 above . . . . .		
11 Other costs (Attach a list of these costs.) . . . . .		

**Schedule E—Change in Depreciation or Amortization (see instructions)**

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section. Applicants must provide this information for each item or class of property for which a change is requested.

**Note:** See the *List of Automatic Accounting Method Changes* in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168. Do not file Form 3115 with respect to certain late elections and election revocations (see instructions).

- 1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? . . . . .  Yes  No  
If "Yes," the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(iii).
- 2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? . . . . .  Yes  No  
If "Yes," enter the applicable section ►
- 3 Has a depreciation or amortization election been made for the property (e.g., the election under section 168(f)(1))? . . . . .  Yes  No  
If "Yes," state the election made ►
- 4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.
  - b If the property is residential rental property, did the applicant live in the property before renting it? . . . . .  Yes  No
  - c Is the property public utility property? . . . . .  Yes  No
- 5 To the extent not already provided in the applicant's description of its present method, explain how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc.).
- 6 If the property is not currently treated as depreciable or amortizable property, provide the facts supporting the proposed change to depreciate or amortize the property.
- 7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information under both the present (if applicable) and proposed methods:
  - a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).
  - b The applicable asset class from Rev. Proc. 87-56, 1987-2 C.B. 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc. 83-35, 1983-1 C.B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.
  - c The facts to support the asset class for the proposed method.
  - d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).
  - e The useful life, recovery period, or amortization period of the property.
  - f The applicable convention of the property.

Form 3115  
Charles Goodnight Scholarship Fund  
FEIN: 75-2400680

## **Attachment 1**

### **Form 3115, Part II, Page 3, Line 13 Detailed and Complete Description of Applicants Trade or Business**

Applicant is an Exempt Organization under IRC Section 501(c)(3). Their principle activity is to collect public contributions, which they then distribute as grants, to not-for-profit organizations that support the preservation of Western Heritage.

Form 3115  
Charles Goodnight Scholarship Fund  
FEIN: 75-2400680

## Attachment 2

### Form 3115, Part IV, Page 3, Line 25 Summary Computation and Explanation of the 481(a) Adjustment

Charles Goodnight Scholarship Fund, with a December 31 year end and using the accrual method of account, has the following items of receivables and payables.

Pledges Receivable	\$	70,066
Accounts Payable and Accrued Expenses		167,109
Monument Receivables		<u>200,768</u>

Charles Goodnight Scholarship Fund is changing from the accrual method to the cash method of accounting. The 481(a) adjustment is calculated as of January 1, 2008, as follows.

Pledges Receivable	\$	-70,066
Accounts Payable and Accrued Expenses		167,109
Monument Receivables		<u>-200,768</u>
Total 481(a) Adjustment	\$	-103,725

Form 3115  
Charles Goodnight Scholarship Fund  
FEIN: 75-2400680

### **Attachment 3**

#### **Form 3115, Schedule A, Part I, Page 4, Line 3 Accounting Method Used for Preparing Prior Year's Balance Sheet**

Charles Goodnight Scholarship Fund used the Accrual Method of Accounting for the year ended December 31, 2007.

No financial statements were prepared for the December 31, 2007 reporting period. In lieu of financial statements, we have attached page 4 of the 2007 Form 990 as a substitute for the Balance Sheet.

CHARLES GOODNIGHT SCHOLARSHIP FUND

75-2400680

FORM 990, PART IV – OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
MONUMENT	200,768	200,768
TOTALS	<u>200,768</u>	<u>200,768</u>

STATEMENT 6

# Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by \_\_\_\_\_

Name \_\_\_\_\_

Telephone \_\_\_\_\_

Function \_\_\_\_\_

Date / /

**Part I Power of Attorney****Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.**1 Taxpayer information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

**CHARLES GOODNIGHT SCHOLARSHIP FUND  
4218 GATEWAY DRIVE, SUITE 140  
COLLEYVILLE, TX 76034**

Social security number(s)  
\_\_\_\_\_Employer identification  
number  
**75-2400680**Daytime telephone number  
**817-557-1009**

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

**2 Representative(s) must sign and date this form on page 2, Part II.**

Name and address

**DANIEL M STEWART  
2821 WEST 7TH ST, SUITE 700  
FORT WORTH, TX. 76107**

CAF No. **0303-29083R**Telephone No. **817-332-7905**Fax No. **817-429-5936**Check if new: Address  Telephone No.  Fax No. 

Name and address

**JOHN F. PACE  
2821 WEST 7TH ST, SUITE 700  
FORT WORTH, TX. 76107**

CAF No. **6505-97250R**Telephone No. **817-332-7905**Fax No. **817-429-5936**Check if new: Address  Telephone No.  Fax No. 

Name and address

**FRANK D. THOMPSON  
2821 WEST 7TH ST, SUITE 700  
FORT WORTH, TX. 76107**

CAF No. **7800-08653R**Telephone No. **817-332-7905**Fax No. **817-429-5936**Check if new: Address  Telephone No.  Fax No. 

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

**3 Tax matters**

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
<b>EXCISE TAX</b>	<b>4720</b>	<b>2008</b>
<b>INCOME TAX</b>	<b>990, 3115</b>	<b>12/2007, 12/2008, 12/2009</b>
<b>EMPLOYMENT TAX</b>	<b>W-2, W-3, 1096, 1099</b>	<b>2008</b>

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF.** ►

**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, or additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: \_\_\_\_\_

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**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here \_\_\_\_\_ and list the name of that representative below.

Name of representative to receive refund check(s) ►

**7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a If you also want the second representative listed to receive a copy of notices and communications, check this box

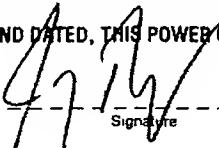
b If you do not want any notices or communications sent to your representative(s), check this box

**8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**9 Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.



Signature

JERRY THOMPSON

Print Name

PIN Number

5/17/10  
Date

EXECUTIVE DIRECTOR

Title (if applicable)

CHARLES GOODNIGHT SCHOLARSHIP  
FUND

Print name of taxpayer from line 1 if other than individual

Signature

Date

Title (if applicable)

Print Name

PIN Number

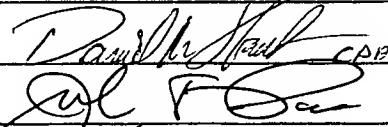
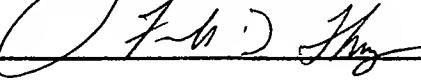
## Part II Declaration of Representative

**Caution:** Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
  - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent - enrolled as an agent under the requirements of Circular 230.
  - d Officer - a bona fide officer of the taxpayer's organization.
  - e Full-Time Employee - a full-time employee of the taxpayer.
  - f Family Member - a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
  - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer - the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the instructions.
  - k Student Attorney - student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
  - l Student CPA - student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
  - r Enrolled Retirement Plan Agent - enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation - Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
B	TX		5/17/10
B	TX		5/17/10
B	TX		5/21/10